

USDC SDNY DOCUMENT ELECTRONICALLY FILED DOC #: _____ DATE FILED: 11/3/2022
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UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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CASSAVA SCIENCES, INC.,	:	
	:	
Plaintiff,	:	1:22-cv-9409-GHW
	:	
-against-	:	<u>ORDER TO SHOW</u>
	:	<u>CAUSE</u>
	:	
DAVID BREDT, GEOFFREY PITT,	:	
QUINTESSENTIAL CAPITAL	:	
MANAGEMENT LLC, ADRIAN HEILBUT,	:	
JESSE BRODKIN, ENEA MILIORIS, and	:	
PATRICK MARKEY,	:	
	:	
Defendants.	:	
	:	
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GREGORY H. WOODS, District Judge:

Plaintiff commenced this action on November 2, 2022 against the above-captioned defendants. As the basis for this Court’s subject matter jurisdiction, plaintiff invokes 28 U.S.C. § 1332, asserting that the parties are diverse and the amount in controversy is over \$75,000. Dkt. No. 1 ¶ 24. To establish jurisdiction under 28 U.S.C. § 1332, there must be complete diversity of citizenship, such that “*each* defendant is a citizen of a different State from *each* plaintiff.” *Owen Equip. & Erection Co. v. Kroger*, 437 U.S. 365, 373 (1978) (emphasis in original). Plaintiff, as the party invoking diversity jurisdiction, “must allege in his pleading the facts essential to show jurisdiction.” *McNutt v. Gen. Motors Acceptance Corp. of Indiana*, 298 U.S. 178, 189 (1936); *see also Hertz Corp. v. Friend*, 559 U.S. 77, 96 (2010) (“The burden of persuasion for establishing diversity jurisdiction, of course, remains on the party asserting it.”).

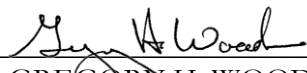
Quintessential Capital Management LLC is a limited liability company. When determining a party’s citizenship for diversity purposes, a limited liability company “takes the citizenship of each of its members.” *Bayerische Landesbank v. Aladdin Capital Mgmt. LLC*, 692 F.3d 42, 49 (2d Cir. 2012).

Plaintiff fails to properly allege the citizenship of the members of Quintessential Capital Management LLC. *See* Dkt. No. 1 ¶¶ 24, 28. Thus, the Court cannot determine whether complete diversity exists, and without complete diversity, the Court does not have subject matter jurisdiction over this case.

“If subject matter jurisdiction is lacking . . . , the court has the duty to dismiss the action *sua sponte*.” *Durant, Nichols, Houston, Hodgson & Cortese-Costa P.C. v. Dupont*, 565 F.3d 56, 62 (2d Cir. 2009); *see also* Fed. R. Civ. P. 12(h)(3) (“If the court determines at any time that it lacks subject-matter jurisdiction, the court must dismiss the action.”). Accordingly, plaintiff is hereby ORDERED TO SHOW CAUSE by November 7, 2022 as to why this action should not be dismissed for lack of subject matter jurisdiction.

SO ORDERED.

Dated: November 3, 2022  
New York, New York

  
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GREGORY H. WOODS  
United States District Judge